

ALLEN  
GODWIN  
MORRIS  
LAURENZI  
BLOOMFIELD  
P.C.

June 8, 2000

VIA OVERNIGHT MAIL

Mr. K. David Waddell  
Executive Secretary  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243-0505

REC'D TN  
REGULATORY AUTH.

JUN 9 AM 9 43

OFFICE OF THE  
EXECUTIVE SECRETARY

MARK ALLEN  
DEBORAH GODWIN  
SAMUEL MORRIS\*  
EUGENE LAURENZI  
LEE J. BLOOMFIELD  
BARCLAY M. ROBERTS  
TIMOTHY TAYLOR  
BOBBY F. MARTIN, JR.

PARALEGALS:  
LIBBY BELT  
ANDREA M. SCALES  
CAFFI M. KIRK  
LAURA R. PERRY

\* ALSO ADMITTED IN INDIANA



RE: Application of Memphis Networx, LLC for a Certificate of Public Convenience and Necessity to Provide Interstate Telecommunication Services and Joint Petition of Memphis Light, Gas & Water Division, a Division of the City of Memphis, Tennessee ("MLG&W") and A&L Networx-Tennessee, LLC ("A&L") for Approval of an Agreement Between MLG&W and A&L Regarding Ownership of Memphis Networx, LLC

TRA Docket No. 99-00909

Dear Mr. Waddell:

Please find enclosed an original and thirteen (13) copies of the Exhibit "A" to the Opposition of Intervenor IBEW Local 1288 to Motion for Bifurcated Hearing Schedule, which was inadvertently left off original mailing. Copies have been served on all parties of record.

Sincerely,

ALLEN, GODWIN, MORRIS,  
LAURENZI & BLOOMFIELD, P.C.

*Lee J. Bloomfield*  
LEE J. BLOOMFIELD  
Attorney at Law

LJB:cmk  
Enclosures

cc: Richard Collier, Esquire, Tennessee Regulatory Authority  
D. Billye Sanders, Esquire, Waller, Lansden, Dortch & Davis  
John Knox Walkup, Esquire, Wyatt, Lansden, Dortch & Davis  
Ward Huddleston, Memphis Networx  
J. Maxwell Williams, Esquire, MLG&W  
Henry Walker, Esquire, Boulton, Cummings, et al.  
Charles B. Welch, Esquire, Farris, Mathews, et al.  
Guy Hicks, Esquire, Patrick Turner, Esquire, Bellsouth Telecommunications, Inc.

POSTED  
6-12-00

**BEFORE THE TENNESSEE REGULATORY AUTHORITY  
NASHVILLE, TENNESSEE**

100 FEB 15 AM 11 59

**IN RE:**

**APPLICATION OF MEMPHIS NETWORKX, LLC  
FOR A CERTIFICATE OF PUBLIC CONVENIENCE  
AND NECESSITY TO PROVIDE INTRASTATE  
TELECOMMUNICATION SERVICES AND JOINT  
PETITION OF MEMPHIS LIGHT GAS & WATER  
DIVISION, A DIVISION OF THE CITY OF  
MEMPHIS, TENNESSEE ("MLGW") AND A&L  
NETWORKS-TENNESSEE, LLC ("A&L") FOR  
APPROVAL OF AGREEMENT BETWEEN MLGW  
AND A&L REGARDING JOINT OWNERSHIP OF  
MEMPHIS NETWORKX, LLC.**

**DOCKET NO. 99-00909**

**ISSUES SUBMITTED BY TIME WARNER TELECOM OF THE  
MID-SOUTH, L.P., TIME WARNER COMMUNICATIONS  
OF THE MID-SOUTH, L.P., AND THE TENNESSEE CABLE  
TELECOMMUNICATIONS ASSOCIATION**

1. Does the Memphis Light Gas & Water ("MLG&W") ownership interest in Memphis Networkx, L.L.C. ("Networkx") violate Article 2, Section 29 of the Tennessee Constitution?
2. To what extent, if any, is MLG&W's authorization to offer telecommunications services affected by its charter and that of the City of Memphis?
3. Insofar as the requirements of MLG&W are concerned, what will be the difference, if any, between what is required of Memphis Networkx and other private investor-owned telecommunications providers?
4. Should the creation of the Networkx joint venture be approved by the TRA pursuant to Tennessee Code Annotated ("TCA") § 7-52-103(d)?
5. Has Networkx taken any action consistent with its business plan to offer telecommunications services that requires regulatory approval without the benefit of such approval?
6. What rules and/or reporting requirements are necessary to insure that Memphis Networkx will comply with TCA §7-52-402(2)?

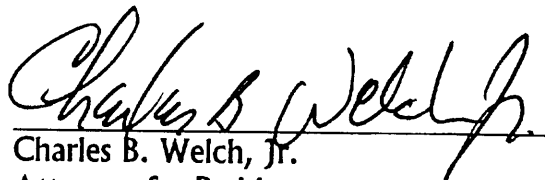
**EXHIBIT**

tabbles

**A**

7. What rules are necessary to insure Memphis Networkx compliance with TCA §7-52-404?
8. What rules and/or requirements are necessary to insure that start up expenses, already incurred, are correctly identified and properly allocated?
9. What rules and/or reporting requirements are necessary to insure Memphis Networkx compliance with TCA § 7-52-405?
10. Is MLG&W's representation that it will conduct its business transactions with Networkx "at arms length at market rates" (Application and Joint Petition, ¶ 9A) sufficient to prevent anti-competitive practices prohibited by TCA § 65-5-208(c)? If not, what rules and/or reporting requirement should be adopted?

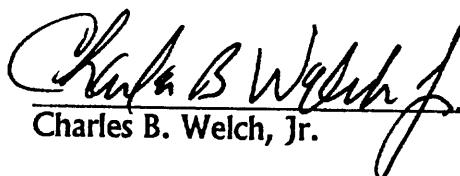
Respectfully submitted,  
**FARRIS, MATHEWS, BRANAN  
BOBANGO & HELLEN, P.L.C.**



Charles B. Welch, Jr.  
Attorney for Petitioners  
618 Church Street, Ste. 300  
Nashville, Tennessee 37219  
(615) 726-1200

**CERTIFICATE OF SERVICE**

I hereby certify that a true and exact copy of the foregoing has been forwarded, via U.S. Mail, prepaid to D. Billye Sanders, Waller Lansden Dortch & Davis, PLLC, 511 Union Street, Suite 2100, Nashville, Tennessee 37219-8966 and John Knox Walkup, Wyatt, Tarrant & Combs, 511 Union Street, Suite 1500, Nashville, Tennessee 37219-1750, on this the 15<sup>th</sup> day of February 2000.



Charles B. Welch, Jr.